



O'CONNORWECHSLER PLLC
ATTORNEYS

EXHIBIT 5

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Direct: 281-814-5977

March 5, 2024

VIA EMAIL TO PATRICK@MAGILLPC.COM

J. Patrick Magill,
CRO in the Bankruptcy Case (as defined below)

Re: In re Free Speech Systems, LLC (FSS), case no. 22-60043, pending before the U.S. Bankruptcy Court in the S.D. of Texas, Houston Division (hereinafter the "Bankruptcy Case")

Dear Mr. Magill:

The purpose of this letter is to spell out the terms of engagement of O'ConnorWechsler PLLC ("OWPLLC").

Identity of client. FSS in the Bankruptcy Case shall be the client. For the removal of doubt, the client does not include any FSS affiliates, officers, directors, or employees.

Scope of OWPLLC representation: FSS is engaging OWPLLC to act as bankruptcy counsel in the Bankruptcy Case. In that capacity, OWPLLC shall assist with swiftly achieving plan confirmation, related litigation, claims analysis and claims objections, and compliance with the Bankruptcy Code and duties under the Bankruptcy Code and any confirmed chapter 11 plan in the Bankruptcy Case.

Payment terms. I will be the attorney responsible for the matter. My hourly rate is \$500 per hour. Other attorneys in the firm charge between \$300 and \$450 per hour, depending on the matter and length of the project. OWPLLC bills in six-minute increments. That means if the performance of legal services (e.g., a telephone call, review of an email) takes fewer than six minutes, FSS will nonetheless be charged for six minutes.

- In the event that an OWPLLC attorney travels on FSS's behalf and does not work during that travel time, then OWPLLC has the right to bill FSS at \$250 per hour for travel time.
- OWPLLC shall have the right to charge FSS by the page for copying, faxing, digitizing, scanning, and other document processing, as the need arises.
- OWPLLC shall have the right to use paraprofessionals and charge FSS up to \$250 for their services.
- OWPLLC will bill FSS monthly or quarterly.
- The bill will be payable within ten days of receipt.
- FSS will not be charged for communications regarding a bill.
- OWPLLC shall have the right (but not the obligation) to incur expenses on FSS's behalf,

and to pass those expenses on to FSS by way of billing.

- OWPLLC also shall have the right to require that FSS first pay in advance to OWPLLC the estimated expenses, or, that FSS directly pay a vendor (such as a delivery person, document processor, or expert, etc.).

By signing below, subject to Bankruptcy Court approval, FSS agrees to the terms and to pay the invoices of OWPLLC as set forth herein but solely subject to any Court-approved procedure.

Retainer: OWPLLC requires \$75,000 retainer.

Client duties. FSS's cooperation in the representation is critical to success. That cooperation includes timely responses to formal and informal requests (made by OWPLLC, or by potential litigation opponents) for information, evidence or documentation.

Commencement of representation. OWPLLC's representation shall commence March 1, 2024.

Sincerely,

Annie Catmull

Agreed:

By: Patrick Magill
J. Patrick Magill,
in his capacity as CRO for Free Speech Systems, LLC

Signature: J Patrick Magill
J Patrick Magill (Mar 7, 2024 11:15 CST)

Email: patrick@magillpc.com